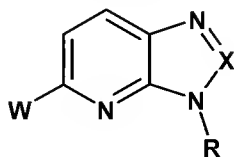


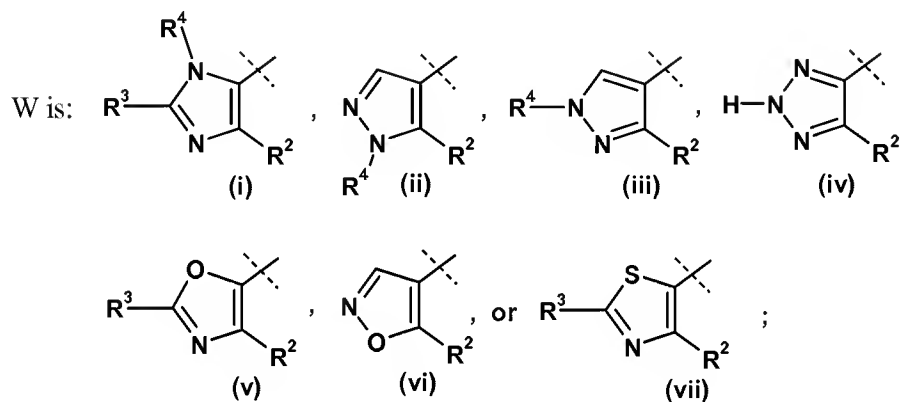
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Original) A compound of Formula I:



where:



X is N, or C-R¹;

R is C₁-C₇ alkyl, C₃-C₇ cycloalkyl, (C₁-C₇ alkylene)-(C₃-C₇ cycloalkyl), -SO₂-(C₁-C₇ alkyl), or -SO₂-NR⁵R⁶;

R¹ is hydrogen, amino, methyl, or -N=CH(NMe)₂;

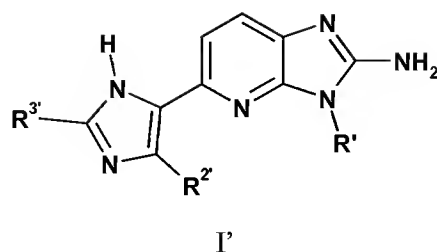
R² is phenyl optionally substituted with one or two substituents independently selected from halo;

R³ is hydrogen, C₁-C₇ alkyl, C₃-C₇ cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from halo and trifluoromethyl;

R⁴ is hydrogen or C₁-C₇ alkyl;

R⁵ and R⁶ are independently selected from the group consisting of C₁-C₇ alkyl; or a pharmaceutically acceptable salt thereof.

2. (Original) A compound of Formula I':



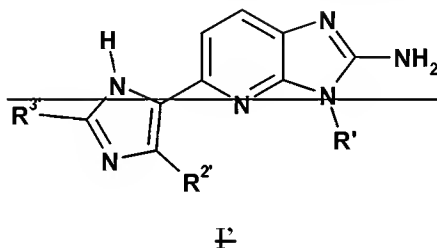
where:

R' is 2,2-dimethylpropyl or 1,2,2-trimethylpropyl;

R^{2'} is phenyl, 4-fluorophenyl, or 2,4-difluorophenyl;

R^{3'} is tert-butyl, 2-chloro-6-fluorophenyl, 2-fluoro-6-trifluoromethylphenyl, 2,6-dichlorophenyl, or 2,6-difluorophenyl; or a pharmaceutically acceptable salt thereof.

3. (Currently amended) ~~A~~ The compound of Claim 2 wherein Formula I':



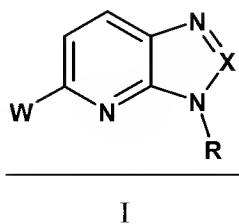
where:

- a) R' is 2,2-dimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is 2-fluoro-6-trifluoromethylphenyl;
- b) R' is 2,2-dimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is 2,6-dichlorophenyl;
- c) R' is 2,2-dimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is tert-butyl;
- d) R' is 2,2-dimethylpropyl, R^{2'} is phenyl, and R^{3'} is 2-chloro-6-fluorophenyl;
- e) R' is 2,2-dimethylpropyl, R^{2'} is 2,6-difluorophenyl, and R^{3'} is tert-butyl;
- f) R' is 1,2,2-trimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is tert-butyl; or
- g) R' is 1,2,2-trimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is 2,6-difluorophenyl; or a pharmaceutically acceptable salt thereof.

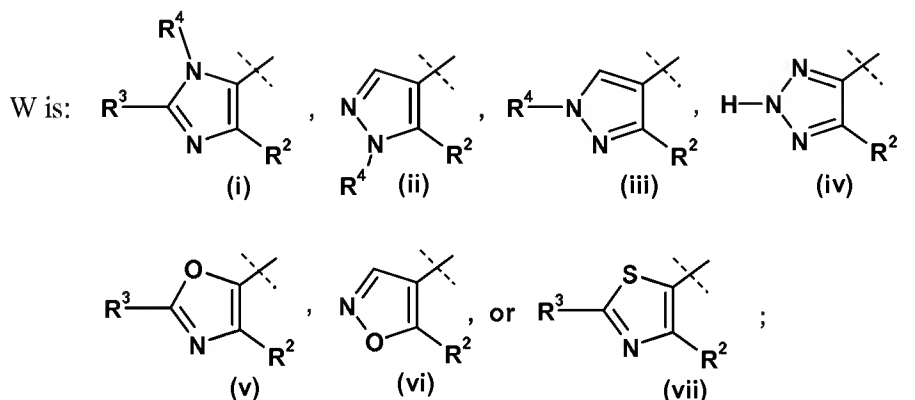
4. (Currently amended) The compound of Claim 1 which is 5-[2-tert-butyl-5-(4-fluoro-phenyl)-1H-imidazol-4-yl]-3-(2,2-dimethyl-propyl)-3H-imidazo[4,5-b]pyridin-2-ylamine, or a pharmaceutically acceptable salt thereof.

Claims 5-6. Canceled

7. (Currently Amended) A pharmaceutical formulation comprising a compound of Formula I:



where:



X is N, or C-R¹;

R is C₁-C₇ alkyl, C₃-C₇ cycloalkyl, (C₁-C₇ alkylene)-(C₃-C₇ cycloalkyl), -SO₂-(C₁-C₇ alkyl), or -SO₂-NR⁵R⁶;

R¹ is hydrogen, amino, methyl, or -N=CH(NMe)₂;

R² is phenyl optionally substituted with one or two substituents independently selected from halo;

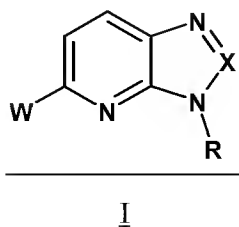
R³ is hydrogen, C₁-C₇ alkyl, C₃-C₇ cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from halo and trifluoromethyl;

R⁴ is hydrogen or C₁-C₇ alkyl;

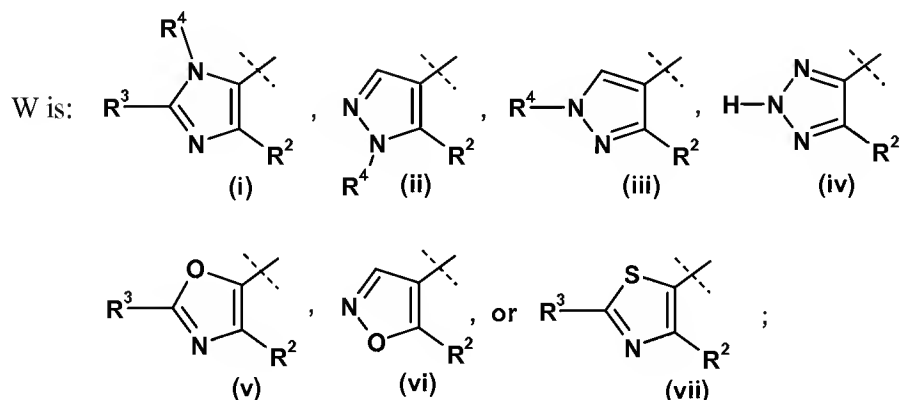
R⁵ and R⁶ are independently selected from the group consisting of C₁-C₇ alkyl; or a pharmaceutically acceptable salt thereof -~~Claim 1~~ in combination with a pharmaceutically acceptable carrier, diluent or excipient.

Claims 8-10. Canceled

11. (Currently amended) A method of inhibiting p-38 kinase in a mammal comprising administering to a mammal in need of such treatment an effective amount of a compound of Formula I:



where:



X is N, or C-R¹;

R is C₁-C₇ alkyl, C₃-C₇ cycloalkyl, (C₁-C₇ alkylene)-(C₃-C₇ cycloalkyl), -SO₂-(C₁-C₇ alkyl), or -SO₂-NR⁵R⁶;

R¹ is hydrogen, amino, methyl, or -N=CH(NMe)₂;

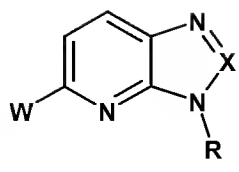
R² is phenyl optionally substituted with one or two substituents independently selected from halo;

R³ is hydrogen, C₁-C₇ alkyl, C₃-C₇ cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from halo and trifluoromethyl;

R⁴ is hydrogen or C₁-C₇ alkyl;

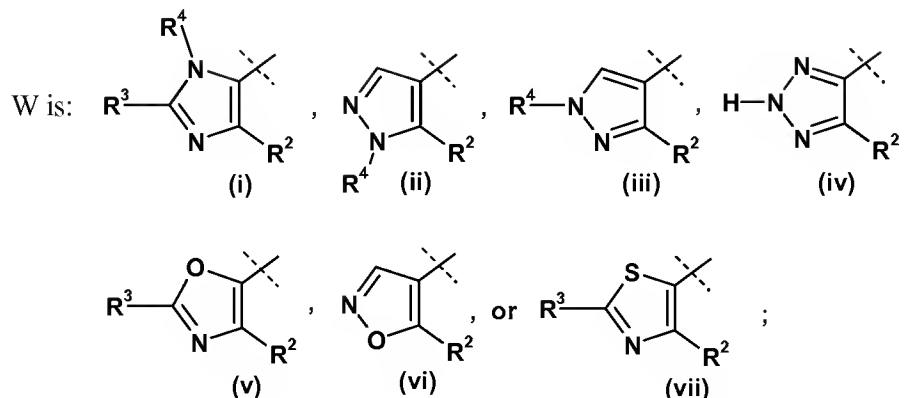
R⁵ and R⁶ are independently selected from the group consisting of C₁-C₇ alkyl; or a pharmaceutically acceptable salt thereof ~~Claim 1.~~

12. (Currently amended) A method of treating multiple melanoma in a mammal comprising administering to a mammal in need of such treatment an effective amount of a compound of Formula I:



I

where:



X is N, or C-R¹;

R is C₁-C₇ alkyl, C₃-C₇ cycloalkyl, (C₁-C₇ alkylene)-(C₃-C₇ cycloalkyl), -SO₂-(C₁-C₇ alkyl), or -SO₂-NR⁵R⁶;

R¹ is hydrogen, amino, methyl, or -N=CH(NMe)₂;

R² is phenyl optionally substituted with one or two substituents independently selected from halo;

R³ is hydrogen, C₁-C₇ alkyl, C₃-C₇ cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from halo and trifluoromethyl;

R⁴ is hydrogen or C₁-C₇ alkyl;

R⁵ and R⁶ are independently selected from the group consisting of C₁-C₇ alkyl; or a pharmaceutically acceptable salt thereof -Claim 1.

13. (New) The salt of Claim 1 which is 5-[2-tert-butyl-5-(4-fluoro-phenyl)-1H-imidazol-4-yl]-3-(2,2-dimethyl-propyl)-3H-imidazo[4,5-b]pyridin-2-ylamine dimethanesulfonate.